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November 30, 2000

VIA FIRST CLASS MAIL

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New Filings Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation filing for ON THE AIR ONLINE CORPORATION.

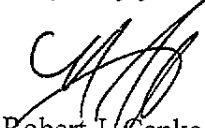
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process for ON THE AIR ONLINE CORPORATION.

Also enclosed is our firm check number 912 in the amount of \$70.00 for the filing fee and Registered Agent Designation. Please file the original Articles and date stamp the copy and return to me in the enclosed envelope.

Thank you for your cooperation in this matter. If you have any questions or concerns, please call. Thank you.

Very truly yours,


Robert J. Capko

Enclosures

FILED
00 DEC -4 AM 8:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

T. Burch DEC 8 2000

**ARTICLES OF CORPORATION
OF
ON THE AIR ONLINE CORPORATION**

FILED
00 DEC -4 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ON THE AIR ONLINE CORPORATION.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000,000 (ONE MILLION) shares of no par value common stock which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
AND CORPORATE ADDRESS**

The street address of the initial registered office of this corporation is 611 Willner Circle, Sanford, Florida 32771, and the name of the initial registered agent of this corporation at that address is Charles Shugart.

The initial corporate address is 611 Willner Circle, Sanford, Florida 32771.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws, however, there shall never be less than one Director nor more than five. The names and addresses of the initial Board of Directors of the corporation is:

<u>Name</u>	<u>Address</u>
Charles Shugart	611 Willner Circle Sanford, FL 32771

ARTICLE VIII-OFFICERS

<u>Name</u>	<u>Position</u>	<u>Address</u>
Charles Shugart	President	611 Willner Circle Sanford, FL 32771

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Charles Shugart, 611 Willner Circle, Sanford, FL 32771

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Corporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Corporation on the 30 day of November, 2000.

On The Air Online Corporation

By


Charles Shugart
Incorporator

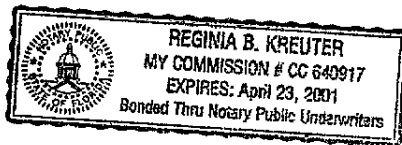
STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Chalres Shugart, Incorporator of ON THE AIR ONLINE CORPORATION, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Corporation. The subscriber is personally known to me or produced DL# S263157523030 as identification.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 30 day of November, 2000.


NOTARY PUBLIC, State of Florida
at Large



My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ON THE AIR ONLINE CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 611 Willner Circle, Sanford, Florida 32771, has named Charles Shugart, located at 611 Willner Circle, Sanford, Florida 32771 as its agent to accept service of process within Florida.

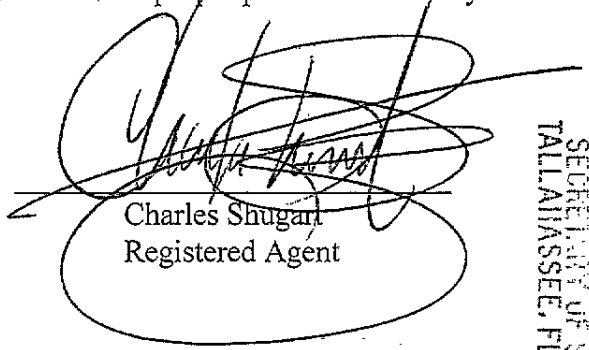
Dated: 11-30-00


Charles Shugart, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Date: 11-30-00


Charles Shugart
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC -4 AM 8:59

FILED